

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser. If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

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**SPORTECH PLC**

(incorporated and registered in Scotland under number SC069140)

**NOTICE OF ANNUAL GENERAL MEETING 2009**

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Notice of the Annual General Meeting of the Company to be held at the offices of Olswang, 90 High Holborn, London WC1V 6XX on 14 May 2009 at 10.30am is set out at the end of this document.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a form of proxy in accordance with the instructions printed on the enclosed form. The form of proxy must be received not less than 48 hours before the time of the holding of the Annual General Meeting.



**SPORTECH PLC**

(incorporated and registered in Scotland under number SC069140)

(the "Company")

Head Office:  
Sportech PLC  
101 Wigmore Street  
London W1U 1QU

Registered Office:  
Sportech PLC  
249 West George Street  
Glasgow  
Scotland G2 4RB

Tuesday 14 April 2009

To the Shareholders of the Company and, for information only, to holders of options under the Company's share option schemes

**NOTICE OF ANNUAL GENERAL MEETING**

Dear Shareholder,

I am pleased to be writing to you with details of our 29th Annual General Meeting (the "Meeting") which we are holding at the offices of Olswang, 90 High Holborn, London WC1V 6XX on 14 May 2009 at 10.30am. The formal Notice of Meeting is set out on pages 3 and 4 of this document.

If you would like to vote on the resolutions but cannot come to the Meeting, please fill in the form of proxy enclosed with this document and return it to our registrars as soon as possible. They must receive it by 10.30am on 12 May 2009.

The Directors consider that all the resolutions to be put to the Meeting are in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of them and unanimously recommends that you do so as well.

Yours sincerely,

A handwritten signature in black ink that reads "Piers Pottinger".

**PIERS POTTINGER**  
CHAIRMAN

**INSPECTION OF DOCUMENTS**

The following documents will be available for inspection at the Company's Operational Centre, Walton House, Charnock Road, Liverpool L67 1AA during normal business hours and at the offices of Olswang, 90 High Holborn, London WC1V 6XX from the date of this document until the conclusion of the Meeting:

- copies of the Executive Directors' service contracts; and
- copies of letters of appointment of the Non-executive Directors.

**ACTION REQUIRED**

If you would like to vote on the resolutions but cannot come to the Meeting, please fill in the form of proxy enclosed with this document and return it to our registrars as soon as possible. They must receive it by 10.30am on 12 May 2009.

## NOTICE OF ANNUAL GENERAL MEETING 2009

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to the action you should take, you should consult an appropriate independent adviser without delay. If you have sold or transferred all your ordinary shares in Sportech PLC, this Notice and the attached form of proxy should be passed to the purchaser or transferee, or to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

**NOTICE IS HEREBY GIVEN** that the 29th Annual General Meeting (the "Meeting") of Sportech PLC (the "Company") will be held on 14 May 2009 at the offices of Olswang, 90 High Holborn, London WC1V 6XX at 10.30am for the following purposes:

### ORDINARY BUSINESS

1. To receive the accounts of the Company for the year ended 31 December 2008, the Directors' Report and Auditors' Report ("Resolution 1").
2. To approve the Directors' Remuneration Report (as that term is used in Section 439 of the Companies Act 2006) for the year ended 31 December 2008 ("Resolution 2").
3. To re-appoint Steven Cunliffe retiring by rotation in accordance with the Articles of Association as a Director of the Company ("Resolution 3").
4. To re-appoint Kathryn Revitt retiring by rotation in accordance with the Articles of Association as a Director of the Company ("Resolution 4").
5. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company to hold office from the conclusion of the Meeting until the conclusion of the next general meeting of the Company at which accounts are laid and to authorise the Directors to fix their remuneration ("Resolution 5").

### SPECIAL BUSINESS

6. To consider and, if thought fit, pass the following resolution which will be proposed as an ordinary resolution:

THAT the Directors be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 (the "Act") to exercise all powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to a maximum nominal amount of £16,775,434 at any time during the period of five years from the date on which this resolution is passed, and that the Directors be entitled under the authority conferred by Section 80(7) of the Act and this resolution to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority ("Resolution 6").

7. To consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

THAT the Directors of the Company be and are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of the Act) for cash pursuant to the authority conferred by the previous resolution as if Section 89(1) of the Act did not apply to any such allotment:

- (a) in connection with an offer of equity securities by way of rights or any other offer on a pre-emptive basis where the equity securities are offered to the holders of ordinary shares in proportion to their respective holdings of ordinary shares and (where applicable) to other holders of equity securities, but subject in each case to such exclusions or other arrangements as the Directors of the Company may deem to be necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- (b) otherwise than pursuant to paragraph (a) up to an aggregate nominal amount of £5,032,630 representing 10% in a nominal amount of the current issued ordinary share capital of the Company;

such power to expire on the date of the Annual General Meeting of the Company to be held in 2010 or, if earlier, 15 months from the date that this resolution is passed but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors of the Company may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

The power given by this resolution applies in relation to a sale of shares which is an allotment of equity securities by virtue of Section 94(3A) of the Act as if in the first sentence of this resolution, the words "pursuant to the authority conferred by the previous resolution" were omitted ("Resolution 7").

8. To consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

THAT a general meeting other than an Annual General Meeting may be called on not less than 14 days' clear notice ("Resolution 8").

By order of the Board



**STEVE CUNLIFFE**  
COMPANY SECRETARY  
14 April 2009

Head Office:  
Sportech PLC  
101 Wigmore Street  
London W1U 1QU

Operational Centre:  
Sportech PLC  
Walton House  
Charnock Road  
Liverpool L67 1AA

Registered Office:  
Sportech PLC  
249 West George Street  
Glasgow  
Scotland G2 4RB

## EXPLANATORY NOTES TO THE ANNUAL GENERAL MEETING

### EXPLANATORY NOTES TO RESOLUTIONS 6, 7 AND 8 OF THE NOTICE OF ANNUAL GENERAL MEETING

Resolution 6, which will be proposed as an ordinary resolution, seeks the renewal of the Directors' authority to allot shares and other relevant securities. The maximum amount of relevant securities which the Directors will have authority to allot is £16,775,434, representing one-third of the issued ordinary share capital of the Company as at 14 April 2009 (the latest practicable date before the publication of this notice). The Company held no treasury shares at that date. The authority will expire five years after the date of passing of the resolution, unless previously revoked, varied or renewed. The Directors have no present intention of exercising this authority, although they believe it is important to retain flexibility so as to allow the allotment of shares or other relevant securities in order to take advantage of opportunities as they arise.

Resolution 7, which will be proposed as a special resolution, seeks to disapply shareholders' statutory pre-emption rights under Section 89 of the Companies Act 1985. The maximum amount of equity securities covered by the disapplication will be £5,032,630. Except in relation to rights issues, open offers and other offers on a pre-emptive basis, the disapplication will be limited to equity securities up to a maximum nominal amount of £5,032,630 representing 10% of the issued ordinary share capital of the Company as at 14 April 2009 (the latest practicable date before the publication of this notice). The disapplication will cease to have effect when the authority to be granted under Resolution 6 is revoked or expires.

Resolution 8 is required to reflect the proposed implementation in August 2009 of the Shareholder Rights Directive. The regulation implementing this Directive will increase the notice period for general meetings of the Company to 21 days. The Company is currently able to call general meetings (other than an AGM) on 14 days' clear notice and would like to preserve this ability. In order to be able to do so after August 2009, shareholders must have approved the calling of meetings on 14 days' notice. Resolution 8 seeks such approval. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Directive before it can call a general meeting on 14 days' notice.

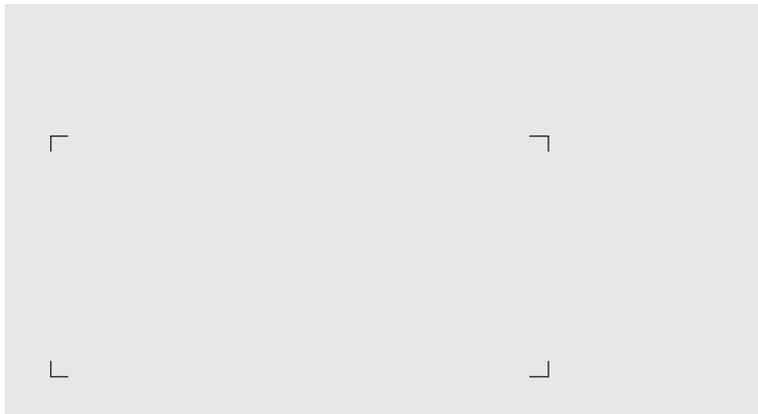
The Directors believe that the passing of Resolutions 6, 7 and 8 will be in the best interests of shareholders as a whole and unanimously recommend shareholders to vote in favour of all such resolutions.

### NOTES

1. A member who is entitled to attend and vote at the above Meeting is entitled to appoint one or more proxies to attend and to speak and vote instead of him. A proxy need not be a member of the Company. A form of proxy is enclosed with this document. The completion and return of a form of proxy will not preclude members entitled to attend and vote at the Meeting from doing so if they wish.
2. To be effective, this form, together with any power of attorney or other written authority under which it is signed, or a notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971, of such power or written authority must be completed, signed and deposited with Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by not later than 48 hours before the time appointed for the holding of the Meeting.
3. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered in the register of members of the Company at 10.30am on 12 May 2009 or, in the event that this Meeting is adjourned, in the register of members 48 hours before the time of any adjourned Meeting, shall be entitled to attend and vote at the Meeting in respect of the number of shares registered in their name at that time. Changes to the entries on the register of members after 10.30am on 12 May 2009 or, in the event that the Meeting is adjourned, after 48 hours before the time of any adjourned Meeting, shall be disregarded in determining the rights of any person to attend or vote at the Meeting.
4. Copies of all the Executive Directors' service contracts and the terms and conditions of appointment for the Company's Non-executive Directors, will be available for inspection at the Operational Centre of the Company at Walton House, Charnock Road, Liverpool, L67 1AA during normal business hours and at the offices of Olswang, 90 High Holborn, London WC1V 6XX from the date of this Notice until the conclusion of the Meeting.
5. In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant holding.
6. You may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact Capita Registrars by telephone on 0871 664 0300 (calls cost 10p per minute plus network extras), or if you are calling from overseas +44 20 8639 3367.
7. Biographical details for each of the Directors proposed to be re-appointed are set out on page 25 of the Annual Report and Accounts and are also available on [www.sportechplc.com](http://www.sportechplc.com).
8. As at 14 April 2009 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital consisted of 100,652,603 ordinary shares with a nominal value of 50p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 14 April 2009 was 100,652,603.
9. In accordance with Section 149 of the Companies Act 2006 (the "Act"):
  - the right to appoint proxies under Section 325 of the Act does not apply to persons nominated to receive information rights under Section 146 of the Act; and
  - persons nominated to receive information rights under Section 146 of the Act who have been sent a copy of this Notice of Meeting are hereby informed, in accordance with Section 149 (2) of the Act, that they may have a right under an agreement with the registered member by whom they were nominated to be appointed, or to have someone else appointed, as a proxy for this meeting. If they have no such right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the member as to the exercise of voting rights. Nominated persons should contact the registered member by whom they were nominated in respect of these arrangements.
10. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that: (i) if a corporate shareholder has appointed the Chairman of the Meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the Meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the Meeting but the corporate shareholder has not appointed the Chairman of the Meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives ([www.icsa.org.uk](http://www.icsa.org.uk)) for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.

# ATTENDANCE CARD

## SPORTECH PLC – ANNUAL GENERAL MEETING 2009



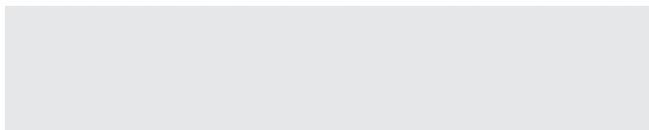
For use at the 29th Annual General Meeting (the "Meeting") of Sportech PLC (the "Company") to be held on 14 May 2009 at the offices of Olswang, 90 High Holborn, London WC1V 6XX at 10.30am.

Signature of person attending  Barcode:

Investor Code:  Prior to completing the form of proxy below, please refer to the notes overleaf.

### FORM OF PROXY

#### SPORTECH PLC – ANNUAL GENERAL MEETING 2009



Barcode:

Investor Code:

Event Code:

I/We being being a member/members of the above-named Company hereby appoint

Name of proxy

Number of shares in relation to which the proxy is authorised to act

or the Chairman of the Meeting (note 8) as my/our proxy to vote for me/us at the Meeting of the Company and at any adjournment thereof, as directed below.

Please tick here if this proxy appointment is one of multiple appointments being made\*

\* For the appointment of more than one proxy, please refer to Note 6 overleaf.

### RESOLUTIONS

I/We wish my/our proxy to vote on the resolutions as follows. Please insert 'X' in the appropriate box

	For	Against	Abstain (see note 3)	Discretionary (see note 4)		For	Against	Abstain (see note 3)	Discretionary (see note 4)
1 Ordinary resolution – to receive the Directors' Report, Auditors' Report and the accounts for the year ended 31 December 2008.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5. Ordinary resolution – to re-appoint PricewaterhouseCoopers LLP as auditors and to authorise the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ordinary resolution – to approve the Directors' Remuneration Report for the year ended 31 December 2008.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6. Ordinary resolution – to authorise the Directors to allot ordinary shares in the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ordinary resolution – that Steven Cunliffe, a retiring Director, be re-appointed a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. Special resolution – to disapply pre-emption rights in respect of the Directors' authority granted in Resolution 6.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ordinary resolution – that Kathryn Revitt, a retiring Director, be re-appointed a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. Special resolution – to grant the Company power to call a general meeting other than an annual general meeting on not less than 14 days' clear notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Unless otherwise directed, the proxy will vote or abstain as he thinks fit.

Signature

Date

## NOTES

1. As a member of the Company, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend and to speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Please indicate with a cross in the appropriate box how you wish the proxy to vote. In the absence of any indication, the proxy will exercise his/her discretion as to whether and how he/she votes.
3. A vote withheld is not a vote in law. If you mark the box "vote withheld", it will mean that your proxy will abstain from voting and, accordingly, your vote will not be counted either for or against the relevant resolution.
4. If you select "discretionary" or fail to select any of the given options, the proxy can vote as he/she chooses or can decide not to vote at all.
5. To be effective, this form, together with any power of attorney or other written authority under which it is signed, or a notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971, of such power or written authority must be completed, signed and deposited with Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by not later than 10.30am on 12 May 2009.
6. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting Capita Registrars' helpline on 0871 664 0300 (calls cost 10p per minute plus network extras) or you may photocopy this form. Please indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. Please also indicate in the space provided (see above) the number of shares in relation to which the proxy is authorised to act. All forms must be signed and should be returned together in the same envelope.
7. A corporation must execute this form either under its common seal or under the hand of an officer or attorney duly authorised in writing.
8. If you wish to appoint any other person as proxy delete the words "the Chairman of the Meeting" and add the name and address of the proxy appointed. A proxy need not be a member of the Company. If you complete the form of proxy but do not delete the words "the Chairman of the Meeting" and you do not appoint another person as proxy, the Chairman shall be entitled to vote as proxy. In the absence of any specific direction, a proxy shall be deemed to be entitled to vote in respect of all the shares in the relevant holding.
9. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated and the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the shares.
10. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number RA10) not later than 48 hours before the time appointed for holding the Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
11. Any alteration to this form must be initialled.
12. Returning the form of proxy will not prevent you from attending the Meeting and voting in person.

Business Reply  
Licence Number  
MB 122



Capita Registrars  
Proxies Department  
PO Box 25  
Beckenham  
Kent  
BR3 4BR